

RECORDATION NO. 22892-K FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

SEP 10 '02

10-43 AM

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

September 9, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of Trust Indenture Supplement No. 5, dated July 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Agreement (GATX Trust No. 2000-1) which were previously filed with the Board under Recordation Number 22892.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market  
Wilmington, Delaware 19890

Indenture Trustee: Bank One Trust Company, NA  
One First National Plaza  
Chicago, IL 60670

Mr. Vernon A. Williams  
September 9, 2002  
Page Two

A description of the railroad equipment covered by the enclosed document is:

The reporting marks (and road numbers) of certain railcars are being changed from TILX and AOIX to GFPX and GATX as set forth on Schedule A attached hereto.

A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 5

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

Schedule A

**(GATX Rail Trust No. 2000-1) – Basic Group I**

<b>Trust No.</b>	<b>New Car Number</b>	<b>Original Car Number</b>
2000-1 Gr I	GPFX011409	TILX005412
2000-1 Gr I	GPFX011410	TILX005413
2000-1 Gr I	GPFX011412	TILX005415
2000-1 Gr I	GPFX011413	TILX005416

**(GATX Rail Trust No. 2000-1) – Basic Group II**

2000-1 Gr II	GATX024156	AOIX001180
2000-1 Gr II	GATX024158	AOIX001182
2000-1 Gr II	GATX024161	AOIX001185
2000-1 Gr II	GATX024162	AOIX001186
2000-1 Gr II	GATX063808	TILX260835
2000-1 Gr II	GATX063812	TILX260839
2000-1 Gr II	GATX063813	TILX260840
2000-1 Gr II	GATX063814	TILX260841
2000-1 Gr II	GATX063816	TILX260843
2000-1 Gr II	GATX063818	TILX260845
2000-1 Gr II	GATX063819	TILX260846
2000-1 Gr II	GATX063820	TILX260847
2000-1 Gr II	GATX063821	TILX260848

**(GATX Rail Trust No. 2000-1) – Basic Group IV**

2000-1 Gr IV	GATX024327	AOIX001151
2000-1 Gr IV	GATX024330	AOIX001154
2000-1 Gr IV	GATX024332	AOIX001156
2000-1 Gr IV	GATX024333	AOIX001157
2000-1 Gr IV	GATX024337	AOIX001161
2000-1 Gr IV	GATX024338	AOIX001162
2000-1 Gr IV	GATX024340	AOIX001164
2000-1 Gr IV	GATX024341	AOIX001165
2000-1 Gr IV	GATX024342	AOIX001166
2000-1 Gr IV	GATX024343	AOIX001167
2000-1 Gr IV	GATX024344	AOIX001168
2000-1 Gr IV	GATX024345	AOIX001169
2000-1 Gr IV	GATX024347	AOIX001171
2000-1 Gr IV	GATX024348	AOIX001172
2000-1 Gr IV	GATX024349	AOIX001173

2000-1 Gr IV	GATX024350	AOIX001174
2000-1 Gr IV	GATX024160	AOIX001184
2000-1 Gr IV	GATX024163	AOIX001187
2000-1 Gr IV	GATX024164	AOIX001188
2000-1 Gr IV	GATX024166	AOIX001190
2000-1 Gr IV	GATX024169	AOIX001193
2000-1 Gr IV	GATX024170	AOIX001194
2000-1 Gr IV	GATX024171	AOIX001195
2000-1 Gr IV	GATX024173	AOIX001197
2000-1 Gr IV	GATX024174	AOIX001198
2000-1 Gr IV	GATX024175	AOIX001199
2000-1 Gr IV	GATX024176	AOIX001200
2000-1 Gr IV	GATX024177	AOIX001201
2000-1 Gr IV	GATX024178	AOIX001202
2000-1 Gr IV	GATX024182	AOIX001206
2000-1 Gr IV	GATX024183	AOIX001207
2000-1 Gr IV	GATX024184	AOIX001208
2000-1 Gr IV	GATX024185	AOIX001209
2000-1 Gr IV	GATX024186	AOIX001210
2000-1 Gr IV	GATX024190	AOIX001214
2000-1 Gr IV	GATX024192	AOIX001216
2000-1 Gr IV	GATX024194	AOIX001218
2000-1 Gr IV	GATX024195	AOIX001219
2000-1 Gr IV	GATX024197	AOIX001221
2000-1 Gr IV	GATX024201	AOIX001225
2000-1 Gr IV	GATX024202	AOIX001226

RECORDATION NO. 22892-K FILED

SEP 10 '02

10-43 AM

**SUBJECT TRANSFORMATION BOARD**

**TRUST INDENTURE SUPPLEMENT NO. 5  
(GATX Rail Trust No. 2000-1)**

This Indenture Supplement No. 5 (GATX Rail Trust No. 2000-1), dated July 10, 2002 (this "Indenture Supplement"), between Wilmington Trust Company, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (GATX Rail Trust No. 2000-1), dated as of April 3, 2002 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and AmSouth Leasing Limited, c/o AmSouth Leasing Corporation, Owner Participant (the "Owner Participant");

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GATX Rail Trust No. 2000-1) dated as of April 3, 2000 (the "Indenture"), between the Owner Trustee and FNBC Leasing Corporation as Indenture Trustee (the "Indenture Trustee"), provides that the Equipment (as defined in the Lease) covered by the Trust Agreement and subject to pledge or mortgage under the Indenture described in the Lease; and

WHEREAS, the Lease, as heretofore supplemented, has been amended to change the reporting marks of certain Units of Equipment as described on Schedule A attached hereto and made a part hereof; and

NOW, THEREFORE, the reporting marks of certain Units of Equipment described in the Lease, as heretofore supplemented, are hereby changed as reflected on said Schedule.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Units of Equipment referred to in the aforesaid Schedule A attached hereto and made a part hereof have been delivered to the Owner Trustee and are included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.



IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

Bank One Trust Company, N.A.,  
not in its individual capacity, but solely  
as Indenture Trustee

By:  \_\_\_\_\_  
Name: STEVEN CHARLES  
Title: VICE PRESIDENT

State of Delaware )  
 ) SS  
County of New Castle )

On this 16 day of August, 2002, before me personally appeared Charlotte Paglia to me personally known, who being by me duly sworn, say that he/she is Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

SEAL  
My Commission Expires:  
DEBORAH L. GEORGE  
NOTARY PUBLIC-DELAWARE  
My Commission Expires Nov. 21, 2003

State of Massachusetts )  
 ) SS  
County of Suffolk )

On this \_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of Bank One Trust Company, N.A. that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

State of Delaware )  
 ) SS  
County of New Castle )

On this \_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

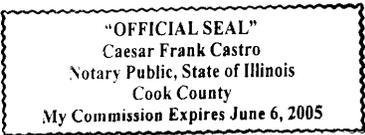
SEAL  
My Commission Expires:

State of ~~Massachusetts~~ ILLINOIS )  
 ) SS  
County of ~~Suffolk~~ COOK )

On this 19<sup>th</sup> day of July, 2002, before me personally appeared STEVEN E. CHARLES, to me personally known, who being by me duly sworn, say that he/she is a Vice President of Bank One Trust Company, N.A. that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

SEAL  
My Commission Expires:



Schedule A

**(GATX Rail Trust No. 2000-1) – Basic Group I**

<b>Trust No.</b>	<b>New Car Number</b>	<b>Original Car Number</b>
2000-1 Gr I	GPFX011409	TILX005412
2000-1 Gr I	GPFX011410	TILX005413
2000-1 Gr I	GPFX011412	TILX005415
2000-1 Gr I	GPFX011413	TILX005416

**(GATX Rail Trust No. 2000-1) – Basic Group II**

2000-1 Gr II	GATX024156	AOIX001180
2000-1 Gr II	GATX024158	AOIX001182
2000-1 Gr II	GATX024161	AOIX001185
2000-1 Gr II	GATX024162	AOIX001186
2000-1 Gr II	GATX063808	TILX260835
2000-1 Gr II	GATX063812	TILX260839
2000-1 Gr II	GATX063813	TILX260840
2000-1 Gr II	GATX063814	TILX260841
2000-1 Gr II	GATX063816	TILX260843
2000-1 Gr II	GATX063818	TILX260845
2000-1 Gr II	GATX063819	TILX260846
2000-1 Gr II	GATX063820	TILX260847
2000-1 Gr II	GATX063821	TILX260848

**(GATX Rail Trust No. 2000-1) – Basic Group IV**

2000-1 Gr IV	GATX024327	AOIX001151
2000-1 Gr IV	GATX024330	AOIX001154
2000-1 Gr IV	GATX024332	AOIX001156
2000-1 Gr IV	GATX024333	AOIX001157
2000-1 Gr IV	GATX024337	AOIX001161
2000-1 Gr IV	GATX024338	AOIX001162
2000-1 Gr IV	GATX024340	AOIX001164
2000-1 Gr IV	GATX024341	AOIX001165
2000-1 Gr IV	GATX024342	AOIX001166
2000-1 Gr IV	GATX024343	AOIX001167
2000-1 Gr IV	GATX024344	AOIX001168
2000-1 Gr IV	GATX024345	AOIX001169
2000-1 Gr IV	GATX024347	AOIX001171
2000-1 Gr IV	GATX024348	AOIX001172
2000-1 Gr IV	GATX024349	AOIX001173

2000-1 Gr IV	GATX024350	AOIX001174
2000-1 Gr IV	GATX024160	AOIX001184
2000-1 Gr IV	GATX024163	AOIX001187
2000-1 Gr IV	GATX024164	AOIX001188
2000-1 Gr IV	GATX024166	AOIX001190
2000-1 Gr IV	GATX024169	AOIX001193
2000-1 Gr IV	GATX024170	AOIX001194
2000-1 Gr IV	GATX024171	AOIX001195
2000-1 Gr IV	GATX024173	AOIX001197
2000-1 Gr IV	GATX024174	AOIX001198
2000-1 Gr IV	GATX024175	AOIX001199
2000-1 Gr IV	GATX024176	AOIX001200
2000-1 Gr IV	GATX024177	AOIX001201
2000-1 Gr IV	GATX024178	AOIX001202
2000-1 Gr IV	GATX024182	AOIX001206
2000-1 Gr IV	GATX024183	AOIX001207
2000-1 Gr IV	GATX024184	AOIX001208
2000-1 Gr IV	GATX024185	AOIX001209
2000-1 Gr IV	GATX024186	AOIX001210
2000-1 Gr IV	GATX024190	AOIX001214
2000-1 Gr IV	GATX024192	AOIX001216
2000-1 Gr IV	GATX024194	AOIX001218
2000-1 Gr IV	GATX024195	AOIX001219
2000-1 Gr IV	GATX024197	AOIX001221
2000-1 Gr IV	GATX024201	AOIX001225
2000-1 Gr IV	GATX024202	AOIX001226